

EXHIBIT 5

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
CASE NO. 11-1590-LTS-HBP

UNIVERSITAS EDUCATION, LLC

Plaintiff,

VS.

NOVA GROUP, INC., as trustee,
sponsor and fiduciary of the
CHARTER OAK TRUST WELFARE
BENEFIT PLAN,

Defendant.

JULY 26, 2013

9:30 a.m.

DEPOSITION OF PETER A. GOLDMAN

REPORTED BY:

MARY G. VAN DINA, Certified Court Reporter,
Certified LiveNote Reporter

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2 Q. Did you have more than one
3 conversation with Mr. Westcott?

4 A. Yes.

5 Q. Approximately how many conversations?

6 A. Just about Nova Group and Charter Oak?

7 Q. Yes.

8 A. Two or three.

9 Q. And when did those conversations take
10 place?

11 A. The most recent one was this week.

12 Prior to that, five or six months ago.

13 Q. And what did you and Mr. Westcott talk
14 about this week?

15 A. Well, I asked him again to confirm
16 about tax returns, that I wanted to make sure
17 that whatever they gave me was what they had.

18 I wanted to make sure who the trustee
19 for Charter Oak Trust was. I wanted to know the
20 status of Nova Group and if they filed more
21 returns, who was operating Nova Group, if it was
22 operating, who the officers were, who the
23 shareholders were, just information about the
24 corporate entity and the trust.

25 Q. Okay. So tell me what Mr. Westcott

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2 told you about who the officers, directors and
3 shareholders were of Nova Group, Inc.?

4 A. Well, there are no officers because
5 Wayne Bursey, who had been president, resigned.
6 I don't have an exact date, but a while back.

7 I asked him about shareholders, and he
8 said no stock certificates had been issued, and
9 he said the entity was still in existence because
10 they were continued to file the required
11 franchise reports with the state of Connecticut.

12 Q. Aside from the fact that no stock
13 certificates were actually prepared, who were the
14 owners of Nova Group, Inc.?

15 A. It's not indicated on the tax return
16 that I saw, and I don't know who the shareholders
17 are because no stock certificates were issued,
18 and Matt didn't say so and so are the
19 shareholders.

20 Q. Did you ask him who the shareholders
21 were?

22 A. Yes, I did.

23 Q. What did he tell you?

24 A. He said no stock certificates had been
25 issued, so he didn't know who the shareholders

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2 were.

3 Q. You're here on behalf of Nova Group,
4 Inc. You're telling me that as the agent for
5 Nova Group, Inc., you don't know who the
6 shareholders of the entity that you're
7 representing here today are?

8 A. That's what I'm telling you.

9 Q. Tell me, is there anything else you
10 did to identify who the owners are of the entity
11 that you're here representing, other than the
12 conversation you just testified to with
13 Mr. Westcott?

14 A. I looked at tax returns, because they
15 might have been an indication of who the
16 shareholders were. I didn't see anything on
17 that.

18 Q. All right.

19 A. Because -- because Matt said that
20 there were no shares of stock ever issued, I
21 didn't need to look at the corporate book. At
22 one point, I asked for it. I never got it, but
23 he said there were no shares issued.

24 I saw one or two filings with the
25 state of Connecticut regarding the continuation